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September 21, 2009

BY ELECTRONIC AND FIRST CLASS MAIL

The Honorable Robert E. Gerber
United States Bankruptcy Judge
United States Bankruptcy Court
Southern District of New York
One Bowling Green
New York, New York 10004-1408

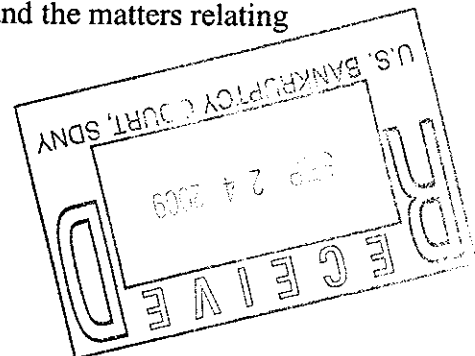
**Re: In re Motors Liquidation Company, et al.,
Case No. 09-50026-REG**

Dear Judge Gerber:

At the request of the Office of the United States Trustee (the "U.S. Trustee"), our firm and Kramer Levin Naftalis & Frankel LLP ("Kramer"), the attorneys for the Committee of Unsecured Creditors, have been involved in discussions with the U.S. Trustee with respect to the U.S. Trustee's desire that a "fee examiner" be appointed in the above-referenced chapter 11 cases to review and prepare appropriate reports with respect to applications for allowances of compensation and reimbursement of expenses filed by retained professionals.

In connection with the foregoing, the parties have prepared a form of proposed Stipulation with respect to the appointment of a fee examiner.

The U.S. Trustee, Kramer and our firm would like to have a Chambers conference with the Court to discuss the proposed Stipulation and the matters relating thereto at the Court's earliest convenience.



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If the Court is amenable to such a conference, we will be happy to contact
your Chambers to arrange a date and time that is convenient for the Court.

Many thanks.

Respectfully,

A handwritten signature in black ink, appearing to read "Stephen Karotkin", with a long horizontal flourish extending to the right.

Stephen Karotkin

SK:lp

cc: Diana G. Adams, Esq.
Thomas M. Mayer, Esq. ✓